



CONSTITUTION

OF THE AFRICAN PARLIAMENTARIANS’

NETWORK AGAINST CORRUPTION

(APNAC)

Reviewed and adopted in Kampala, Uganda, April 2013

THE PREAMBLE

We, the members of the African Parliaments, assembled on the 5th - 9th of February 1999, during the “*Regional Seminar on Parliament and Good Governance: Towards a New Agenda for Controlling Corruption in Africa*”;

AWARE that corruption poses a grave danger to the well-being of African peoples and to the development of their countries;

ALARMED that corruption diverts scarce resources from basic human needs and destroys confidence in the integrity of African’s institutions;

RECOGNIZING that it is essential that African Parliamentarians develop healthy, balanced relations between the state, civil society and the marketplace and that Parliaments be strengthened as effective institutions of accountability in overseeing the policies, programs and actions of governments in Africa;

ACKNOWLEDGING that corruption can best be controlled by strengthening systems for accountability, transparency and public participation in the governance processes of African States;

REALIZING the great value of African Parliamentarians coming together to share information, experiences and lessons in strengthening Parliament in the fight against corruption; and

REITERATING African Parliamentarians commitment to strengthening their capacity to fight corruption;

Do hereby **RESOLVE** and it is **RESOLVED** to form the African Parliamentarians’ Network Against Corruption as a tool for strengthening Parliament's contribution to the fight against corruption, pursuant to Parliament’s inherent investigatory powers and oversight role over all public resources.

CHAPTER ONE

PRELIMINARY

ARTICLE 1.0: NAME

The name of the Organization shall be the African Parliamentarians Network Against Corruption (hereinafter called "APNAC")

ARTICLE 2.0: REGISTERED OFFICE

- 2.1 The first registered office of APNAC shall be situated in Nairobi Kenya.
- 2.2 The location of any subsequent registered office(s) shall be as approved by the APNAC BGM.

ARTICLE 3.0: AIMS AND OBJECTIVES

- 3.1 The aim of APNAC shall be to develop, maintain and promote a network to build the capacity of Parliaments and Parliamentarians in Africa to fight against, and effectively address, corruption in their respective countries in order to ensure higher standards of integrity.
- 3.2 The objectives for which APNAC is established are to -
 - (a) build the commitment and capacity of African Parliaments and Parliamentarians to ensure transparency and accountability with particular emphasis on financial matters;
 - (b) share information on lessons learned and best practices developed to control and fight corruption;
 - (c) undertake projects to control corruption;
 - (d) cooperate with organizations in civil society with shared objectives relating to the fight against corruption;

- (e) sensitize and educate the population, at all levels of society, on the existence, threat and danger of corruption;
- (f) campaign for inclusion of programmes on the control and fight against corruption in government priority programmes;
- (g) advocate for and encourage the improvement of the States' capacity to timely address and handle matters related to corruption;
- (h) liaise with national and international organizations and institutions on matters relating to the control of, and fight against, corruption;
- (i) mobilize internal and external resources to promote anti-corruption programs;
- (j) develop links with oversight committees of Parliament and Parliamentarians across Africa; and
- (k) perform all other functions as are incidental or conducive to the attainment of these objectives or any of them.

3.3 In the furtherance of these objectives the APNAC shall endeavour to -

- (a) ensure that African governments implement strategic policies and procedures that are designed to promote good governance;
- (b) ensure that public servants implement policies and laws that prohibit or appropriately limit activities and relationships that diminish the quality of governance, encourage members of the local community to freely communicate their concerns about corrupt, unethical or questionable practices by public servants, public officers and public institutions/servants or private sector actors, without fear of reprisal, including an option for members of the public to make their concerns known anonymously;

- (c) ensure that it complies with all relevant laws and codes of conduct, and that it communicates with its members and National Chapters and other relevant stakeholders openly and promptly;
- (d) have agreed procedures and access to budgeted resources, to enable the APNAC, where necessary, to obtain independent professional advice at its expense.
- (e) identify and monitor issues that may affect the standing and status of the APNAC, including reputational risk;
- (f) foster a constructive governance culture and apply appropriate governance principles among members, management and Board of the APNAC.
- (g) have clear policies for creating sustainable contact and dialogue with African governments and National Chapters by coming up with strategies aimed at clearly communicating the goals, strategies and achievements of the APNAC;
- (h) ensure that only competent and committed persons who can enrich and add value to the APNAC become members of the Organization;
- (i) ensure that the Board is constantly held accountable and responsible for the efficient and effective governance of the business and affairs of the APNAC; and
- (j) Ensure that an appropriate balance of power and authority exists within the Board, so that no one individual, group of individuals or regional grouping dominate the Board's decision-making process.

CHAPTER TWO

ARTICLE 4.0: MEMBERSHIP

- a) Membership of APNAC shall be through the National Chapters
- b) Observer Status members: these would include donor countries and any other continental or international organizations funding the APNAC

ARTICLE 4.1: MEMBERSHIP APPLICATION PROCEDURE

- 4.1 The Board shall prescribe application for membership forms and shall post such forms on the APNAC website.
- 4.2 Applications for membership shall be made in the form prescribed by National Chapter(s) and shall be subject to approval by the Board of APNAC.
- 4.3 An applicant for membership to the APNAC shall meet such conditions or criteria set for membership by the Board.
- 4.4 Upon the admission of a member the Chairperson of the Board shall notify the fact to the member through the leadership of his/her National Chapter and shall send the member a copy of this Constitution.

ARTICLE 5.0: CODE OF CONDUCT

- 5.1 No member shall put himself/herself in a position where his personal interest conflicts or is likely to conflict with the attainment of the objectives of APNAC as provided for in the first schedule of this constitution
- 5.2 Each member shall strive to -
 - (a) Behave in a manner which upholds the integrity of APNAC in accordance with the Code of Conduct specified in the Schedule referred to 5.1 above.

- (b) Strengthen the commitment and capacity of African Parliamentarians in their fight against corruption; and
- (c) Effectively monitor and properly hold African governments, Parliaments and the management of the APNAC financially accountable for resources entrusted to them.

5.3 The APNAC shall ensure that -

- (a) the Code of Conduct includes measures for dealing with breaches of the Code;
- (b) it reviews the Code of Conduct at least annually;
- (c) management has in place a system to implement the Code of Conduct and to report to the Board on the record of compliance at least annually; and
- (d) management communicates the APNAC's Code of Conduct to all members, employees National Chapters and provides employee and membership training after every review of the Code of Conduct.

5.4 The Board shall publish its Code of Conduct in form of a booklet and on its website.

5.5 The annual report of the APNAC shall include information about the steps taken to comply with the Code, including as appropriate, any serious instances of unethical behaviour and any action(s) taken.

5.6 The Board shall avail a copy of its Code of Conduct to every member and employee and to a National Chapter on request.

5.7 The Board shall respect the interests of National Chapters and other stakeholders within the context of the APNAC's fundamental objectives.

5.8 The Board shall have clear written policies for the APNAC's relationships with National Chapters and other key partners/stakeholders,

bearing in mind distinctions between public, private and government sectors.

- 5.9 The Board shall regularly assess compliance with these policies to ensure that the conduct of National Chapters and other stakeholders is at all times in compliance with the Code of Conduct and the Law and that it is within broadly accepted social, political, and ethical norms.

ARTICLE 6.0 SUBSCRIPTIONS

- 6.1 National Chapter shall pay an annual subscription membership fee to APNAC.
- 6.2 Subject to Clause 6.1 of this Article the Biennial General Meeting may from time to time determine the amount of the annual subscription fee payable by members of the APNAC and National Chapters and may determine the date as from which any new subscription fee shall come into effect.
- 6.3 The annual subscription fee shall be due and payable on the first working day of each and every year.
- 6.4 A new member joining the APNAC or a new National Chapter established, shall pay the full annual subscription fee; but such member joining or National Chapter established after the 31st December shall pay three quarters of the current year's subscription; after the 31st March, half the current year's subscription; and after the 30th of June, one quarter of the current year's subscription together with the full year's subscription for the ensuing year.
- 6.5 During December in each year the Executive Director shall forward to members and National Chapters whose subscriptions remain unpaid a notice marked "REMINDER".

- 6.6 If any member or National Chapter fails to pay the annual subscription fee by the 31st December, the Executive Director shall report accordingly to the Board who may at any time thereafter submit the name of such member or National Chapter to the Biennial General Meeting or Extraordinary General Meeting for further action.

ARTICLE 7.0: CESSATION OF MEMBERSHIP

- 7.1 Membership shall be terminated:
- (a) upon one months' notice by the member, of the member's intention to terminate membership, given in writing upon one month notice signed by the member, to the Chairperson of the Board.
 - (b) subject to Clause 7.2 on a decision by the Biennial General Meeting or an Extraordinary General Meeting to that effect;
 - (c) on default of payment of subscription fee or any other money owing to the APNAC after two reminders by the secretariat;
 - (d) if a member is convicted of a criminal offense by a competent court
 - (e) if a member is not re-elected to the Parliament of his/her country, except that he/she may retain Honorary membership status of the APNAC, subject to approval by the Board.
- 7.2 The Annual General Meeting, or an Extraordinary General Meeting, may, by resolution of two-thirds majority of voting members present or by proxy, terminate the membership of any member if, in the opinion of the Biennial General Meeting or an Extraordinary General Meeting, the member is found guilty of conduct which has brought, or is likely to bring, the APNAC, into disrepute:

Provided that such member shall be furnished with full particulars of such alleged conduct and shall be afforded the opportunity to be heard at the meeting and the meeting shall give to the member the reasons for such termination.

- 7.3 A resignation shall not relieve any member from the responsibility for the payment of any subscription or other money due or payable by that member to the APNAC at the time of such resignation, and no refund shall be made of any subscription which may have been due and already paid by the member.

CHAPTER THREE

ADMINISTRATIVE ORGANS OF APNAC

ARTICLE 8.0: THE BOARD

- 8.1 There shall be a Board which shall be the policy-making organ of the APNAC.
- 8.2 The Board shall comprise of an elected Chairperson and Vice-Chairperson and not more than ten other elected members representing various regions in Africa.
- 8.3 The Executive Director shall be the secretary and ex-officio member of the board
- 8.4 The Board shall to the greatest extent possible be representative of the regional, linguistic and gender composition of African States.

ARTICLE 9.0: SECRETARIAT

- 9.1 There shall be a Secretariat for the APNAC which shall consist of such staff as the Board may consider necessary to perform the day to day administration of the affairs of the APNAC.
- 9.2 The Board shall appoint an Executive Director on terms and conditions determined by the Board.
- 9.3 The Executive Director shall be the head of the secretariat on terms of conditions determined by the board
- 9.4 The Secretariat shall be responsible for the day to day management of the affairs of the APNAC and consequently may exercise all the powers of the APNAC pertaining to management, except such as are by this Constitution are reserved to be performed by the Board itself, and shall perform such other duties as shall be directed by the Board.

9.5 The Executive Director, or in his/her absence, his/her nominee, shall attend meetings of the Board, and may attend meetings of any committees or working groups established by the Board, and may address such meetings, except that the person presiding at any such meeting may for good cause, require the Executive Director or the nominee, as the case may be, to withdraw from the meeting.

ARTICLE 10.0: ELECTION OF OFFICE BEARERS

10.1 The following shall be the elected office bearers of the APNAC:

- (a) the Chairperson of the Board;
- (b) the Vice-Chairperson of the Board; and
- (c) Ten (10) other members of the Board.

10.2 The Chairperson, Vice-Chairperson and ten (10) other members of the Board shall be elected by the members of the APNAC at a Biennial General Meeting of APNAC.

10.3 Upon receipt of a notification for a Biennial General Meeting at which elections of the Chairperson, Vice Chairperson and ten (10) other members of the Board shall be held, the members shall forward nominations for these positions to the Secretariat at least 30 days before the meeting.

10.4 In the event that there are no nominations which are seconded at the time of the Biennial General Meeting, the returning officer shall ask for nominations from the floor whose candidatures shall be deemed valid once seconded.

10.5 An independent returning officer shall be appointed for the purpose of conducting elections and certifying elected office bearers.

10.6 Elections of the Board shall be conducted by a secret ballot.

- 10.7 The members of the Board shall serve on the Board for a period of two (2) years and is eligible for re-election for one more term only.
- 10.8 A member of the Board who loses a parliamentary election in his/her country may continue to serve until the expiry of his/her term of office if such term is **to expire within three (3) months** before the Biennial General Meeting.
- 10.9 In the event that the Biennial Gen meeting is not due in three months as mentioned in sub -clause 10.8 a member of the of the executive from the sponsoring chapter will be nominated to complete the unexpired term of the outgoing Executive Member.

ARTICLE 11.0: FUNCTIONS OF THE BOARD

- 11.1 The governance of the APNAC shall be vested in the Board which shall perform such functions as mandated by the Biennial General Meeting and as specified in this Constitution.
- 11.2 Without prejudice to the general powers conferred by Clause 11.1, the functions of the Board shall include the following:
- (a) to play an oversight role over the APNAC secretariat functions
 - (b) to consider and decide on applications for membership to the APNAC in accordance with this Constitution;
 - (c) to act as the official spokes-organ of APNAC;
 - (d) to facilitate and promote communication between members of APNAC.
 - (e) to expand the funds of APNAC in such a manner as they shall consider most beneficial for the purposes and objectives of the APNAC;

- (f) to advise the Secretariat on contractual matters;
- (g) to make, and from time to time repeal or alter, regulations as to the management of APNAC Secretariat and the affairs thereof, and as to the duties of any staff of APNAC and as to the conduct of business by the Board or any committee, as to any of the matters or things within the powers or under the control of the Board, provided that the same shall not be inconsistent with this Constitution;
- (h) to carry into effect all or any of the objects of the APNAC and do all such acts and things as may be exercised or done by the APNAC and as are not by this Constitution expressly directed or required to be exercised or done by the APNAC in the Biennial General Meeting;
- (i) consider the APNAC's Annual Report, work plan, budget and audited accounts for the previous year
- (j) to delegate any of the powers of the APNAC to committees established by the Board as may be necessary to enable them perform their functions;
- (k) to supervise, advise and to discipline senior employees of the Secretariat; and
- (l) generally to do all things necessary or expedient for the due conduct and performance of the affairs of APNAC not herein otherwise provided for that are incidental and connected to the objectives of the APNAC.

ARTICLE 12.0: COMMITTEES AND WORKING GROUPS OF THE BOARD

- 12.1 The Board may, for the purpose of performing its functions, establish such committees or working groups as it considers necessary and delegate to any of those committees or groups any of its functions under this Act.
- 12.2 The Board may appoint, as members of a committee or working group, persons who are or are not members of the APNAC, except that at least two members of the Board shall be members of a committee or working group.
- 12.3 A person serving as a member of a committee or working group shall hold office for such period as the Board may determine.
- 12.4 Subject to any specific or general direction of the Board, a committee or working group may regulate its own procedure.

ARTICLE 13.0: REMUNERATION OF MEMBERS OF THE BOARD

A member of the Board shall not be remunerated for his/her services, except that a member shall be eligible to receive reimbursement for the expenses incurred in the performance of official duties for the APNAC.

ARTICLE 14.0: NATIONAL CHAPTERS

- 14.1 APNAC National Chapters may be established in countries with one or more parliamentarian(s) who subscribe to the aims and objectives of APNAC.
- 14.2 Members shall actively recruit new membership so as to create and strengthen APNAC National Chapters in their countries.
- 14.3 Chapters shall seek funding and support for activities in furtherance of the objectives of APNAC in their country.
- 14.4 Chapters shall be accountable to its constitution and the APNAC Board.

- 14.5 Each Chapter shall elect a national executive committee in accordance with the Chapter's constitution.
- 14.6 The Chapter chairperson or a contact person appointed by the chapter shall be responsible for all communications with the Board and will be responsible for disseminating information to the members of the National Chapter.
- 14.7 The Chapter Head shall act as the spokesperson for his/her APNAC National chapter.
- 14.8 Where possible, the Chapter shall develop a support structure including a secretariat.
- 14.9 Each Chapter shall have a chapter constitution that shall not be inconsistent with the APNAC Constitution.

ARTICLE 15.0: BOARD MEETINGS AND PROCEDURE AT MEETINGS

- 15.1 Subject to this Constitution, the Board may regulate its own procedure.
- 15.2 The Board shall meet for the transaction of business at least once in every year at such places and times as the Chairperson may determine.
- 15.3 The Chairperson may, upon giving notice of not less than forty-five days, call a meeting of the Board and shall call a special meeting to be held within forty-five days of receipt of a written request to the Chairperson by at least two members of the Board.
- 15.4 A notice calling any meeting of the Board shall be accompanied by a proposed agenda.
- 15.5 The quorum for any meeting of the Board shall be sixty percent of Board members.
- 15.6 There shall preside at any meeting of the Board –

- (a) the Chairperson; or
- (b) in the absence of the Chairperson, the Vice-Chairperson, and in the absence of the Chairperson and the Vice-Chairperson, such member as the members present may elect for the purpose of that meeting.

15.7 A decision of the Board on any question shall be by a majority of the members present and voting at the meeting and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to the deliberative vote.

15.8 The Board may invite any person whose presence is in its opinion desirable, to attend and to participate in the deliberations of the meeting of the Board, but such person shall have no vote.

15.9 The validity of any proceedings, act or decision of the Board shall not be affected by any vacancy in the membership of the Board or by any defect in the election of any member or by reason that any person not entitled to do so took part in the proceedings.

15.10 The Board shall ensure that minutes of its meetings are recorded and such minutes shall be accessible to all members of the APNAC.

ARTICLE 16.0 APNAC MEETINGS

16.1 The APNAC shall hold Biennial General Meetings for which at least forty-five days written notice including the proposed agenda of the meeting shall be given to each member of the APNAC entitled to attend.

16.2 All meetings of the APNAC shall be called by the Secretary after consultations with the Chairperson, in accordance with the provisions of this Constitution.

- 16.3 Extraordinary meetings of the APNAC may be held as occasion requires and may be convened either by resolution of the Board or by requisition signed by at least five chapters.
- 16.4 A requisition under clause 16.3 shall clearly state the business proposed to be conducted at the special meeting and no other business shall be transacted at that meeting.
- 16.5 Notice in writing of an Extraordinary meeting convened by a requisition shall be given to each member of the APNAC entitled to attend not later than twenty days after the receipt of the requisition and not less than thirty days before the date on which the meeting is to be held and shall specify the business proposed to be conducted at the meeting.
- 16.6 No business shall be conducted at any meeting of the APNAC unless a quorum of members, as determined by the APNAC at the first meeting after the commencement of this Constitution, is present at the time when the meeting proceeds to business.
- 16.7 A Biennial General Meeting or Extraordinary Meeting of the APNAC shall include members of the Board and at least one elected representative from each of the registered APNAC National Chapters.
- 16.8 The Chairperson of the Biennial General Meeting or Extraordinary Meeting shall be the Chapter Head or other elected representative of the APNAC National Chapter in the country where the meeting is taking place.
- 16.9 The Chairperson shall preside at a meeting of the APNAC but if the Chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting, the provisions of article 15.6 above shall follow.
- 16.10 A decision of the APNAC on any question shall be by a majority of the members present and voting at the meeting and in the event of an equality of

votes, the person presiding at the meeting shall have a casting vote in addition to the deliberative vote.

16.11 The APNAC may invite any person, including donors or well wishes who are not members, whose presence is in its opinion desirable, to attend and to participate in the deliberations of the meeting of the APNAC, but such person shall have no vote.

16.12 The validity of any proceedings, act or decision of the APNAC shall not be affected by any vacancy in the membership of the APNAC or by any defect in the election of any member or by reason that any person not entitled to do so took part in the proceedings.

16.13 The APNAC shall ensure that minutes of its meetings are recorded and such minutes shall be accessible to all members of the APNAC.

16.14 A motion/proposal, on which a decision has been made at any meeting of the APNAC, shall not be re-introduced within the ensuing six months.

16.15 The Secretariat shall attend all meetings of the APNAC and provide documentation and secretarial services to the meeting and such assistance as the members may need.

ARTICLE 17.0 RESPONSIBILITIES OF APNAC AT BIENNIAL MEETINGS

17.1 The APNAC shall at a Biennial Meeting -

- (a) confirm and adopt the minutes of the preceding Biennial General Meeting;
- (b) consider and adopt policy positions for the APNAC;
- (c) consider activities to be undertaken in support of adopted policy positions;

- (d) consider any reports by the Board relating to the activities of the Board and the Secretariat;
- (e) consider and approve the Financial Report submitted by the Board in relation to the revenue and expenditure of APNAC since the last Biennial General Meeting;
- (f) Consider reports of the audited accounts of the preceding years
- (g) elect the Chairperson and Vice Chairperson and other members of the Board;
- (h) appoint an auditor for the APNAC; and
- (i) consider any other business relating to the affairs of the APNAC.

CHAPTER FOUR
FINANCIAL PROVISIONS

ARTICLE 18.0: FUNDS OF APNAC

18.1 All monies of the APNAC shall be used for fulfillment of the objectives of APNAC as set out in this Constitution and no portion thereof shall be paid or transferred directly or indirectly in contravention of the provisions of this Constitution.

18.2 Sources of finance for APNAC shall include the following:

- (a) Self-generation through annual members' or National Chapters' fees
- (b) Donations and grants;
- (c) Partnerships and agreements with funding organizations; and
- (d) In-kind contributions of African Parliaments.

ARTICLE 19.0: BANK ACCOUNTS

19.1 APNAC shall by general resolution keep a bank account in a financial institution of its own choice and all financial transactions shall appear in the names of APNAC.

19.2 The board shall put in place ... All APNAC cheques shall be signed by the Chairperson of the Board and the Executive Director.

19.3 Bank accounts shall be kept by each of the National Chapters in accordance with their constitutions.

19.4 All financial transactions of National Chapters shall be subject to each Chapter's constitution.

ARTICLE 20.0 APPOINTMENTS OF AUDITORS

- 20.1 The Biennial General Meeting shall approve the appointment of auditors for the APNAC upon consideration by the members.
- 20.2 The Biennial General Meeting shall approve the auditor's fees or make suggestions as appropriate.
- 20.3 The APNAC shall maintain one audit firm for a maximum of two years subject to performance.
- 20.4 The Biennial General Meeting shall approve the renewal of Auditors.

ARTICLE 21.0: ACCOUNTS AND AUDIT

- 21.1 APNAC shall keep proper accounting records to be audited.
- 21.2 The audited financial statement shall be available shall be available for discussion in every Biennial General Meeting.
- 21.3 The Budget and Work plan shall be presented to the Biennial General Meeting by the Board for approval.
- 21.4 The Board shall produce an Annual Financial Report showing the amount and sources of funding received as well as monies spent in the fiscal year(s).
- 21.5 The Annual Report shall be circulated to all members entitled to attend a Biennial General Meeting of APNAC.

ARTICLE 22.0: INSPECTIONS OF ACCOUNTS AND LIST OF MEMBERS

The accounting records and all documents relating thereto and list of members of the APNAC shall be available for inspection at the office by any member of the APNAC on giving not less than seven (7) days notice in writing to the Secretariat, provided that the books of account and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours.

ARTICLE 23.0: FINANCIAL YEAR

The financial year of the APNAC shall begin on the 1st day of January and end on the 31st day of December or at such other time as the Board may from time to time determine.

ARTICLE 24.0: DISCLOSURE OF INTEREST IN CONTRACTS

- 24.1 A member of the Board who is in any way, whether directly or indirectly, has an interest in a contract or proposed contract with the APNAC shall disclose the nature of that member's interest at a meeting of the Board at which the question of entering into the contract is being discussed and such disclosure shall be taken into consideration during the discussion of such matter.
- 24.2 A member of the Board shall not vote in respect of any contract, proposed contract or arrangement in which that member has an interest, whether direct or indirect, or where that member has disclosed that interest under clause 24.1, and if that member does so, that member's vote shall not be counted.
- 24.3 A disclosure of interest made in accordance with clause 24.1 shall be recorded in the minutes of that meeting.

CHAPTER FIVE

DISSOLUTION AND DISPOSAL OF PROPERTY

ARTICLE 25.0: DISSOLUTION AND DISPOSAL OF PROPERTY

- 25.1 APNAC shall not be dissolved or wound up except by a resolution, passed at a Biennial General Meeting, by votes of two-thirds of the members present and voting.
- 25.2 The quorum at the meeting to dissolve the APNAC shall be fifty percent plus one (50%+1) of all the members of the APNAC, except that if no quorum is obtained, the proposal to dissolve or wind up the APNAC shall be submitted to an Extraordinary General Meeting which shall be held one month after that Biennial General Meeting where no quorum was formed.
- 25.3 Notice of the Extraordinary General Meeting shall be given to all members of the APNAC at least 14days before the date of the meeting and the quorum of this Extraordinary General Meeting shall be the number of members present.
- 25.4 APNAC shall not dissolve itself without prior consent in writing to the Board, obtained upon a written application addressed to the Executive Director and signed by three of the officials of the APNAC.
- 25.5 Upon dissolution of the APNAC, the APNAC shall dispose of its assets in such manner as the meeting of the APNAC, that passed the resolution to dissolve, may determine or its remaining assets shall be distributed to another organization(s) with similar objectives as those that APNAC had before it was dissolved.

CHAPTER SIX

AMENDMENT OF CONSTITUTION

ARTICLE 26.0: AMENDMENT OF CONSTITUTION AND REPEAL OF ARTICLES

- 26.1 APNAC may by special resolution pass, modify or repeal this Constitution or adopt a new constitution or change the name of the APNAC, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this Constitution against distribution of income, property and assets of the APNAC to the members.
- 26.2 Any article or part thereof this Constitution may be repealed, modified, enlarged, abridged or added to from time to time by special resolution passed by two-thirds majority vote of members present at a meeting, provided that notice of the meeting is duly served on members as required under this Constitution.
- 26.3 Any member proposing changes in this Constitution shall reduce the same into writing notifying the Secretary of the APNAC not less than twenty-one (21) days before the date of the meeting at which it is first to be considered.
- 26.4 The approved changes shall be embodied in the Constitution.

ARTICLE 27.0: SEAL

- 27.1 The Board shall provide for the safe custody of the seal of APNAC.
- 27.2 The seal shall only be used by the authority of the Chairperson of the Board and the Executive Director and every document to which the seal shall be affixed shall be signed by the Chairperson and countersigned by the Executive Director.

ARTICLE 28.0: INDEMNITY

Every officer, agent, secretary and employee of APNAC shall be indemnified out of the assets of APNAC against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which APNAC is involved.

ARTICLE 29.0: INTERPRETATION

In this Constitution unless specifically provided the following words shall bear the meanings specified below:

“APNAC”	means the “African Parliamentarians’ Network Against Corruption” established under this constitution;
“Board”	means Board of Continental APNAC
“Chapter”	means the APNAC organization in the country
“Executive Director”	means the person appointed to perform the duties of Secretary to the Board under this Constitution.
“Member”	means the national chapter
“Parliament”	means the Parliament under the law in each member country
“Seal”	means the common seal of APNAC;

Schedule 1

AFRICAN PARLIAMENTARIANS NETWORK AGAINST CORRUPTION CODE OF CONDUCT

The African Parliamentarians Network Against Corruption (hereinafter referred to as APNAC) developed this Code of Conduct to guide its members, employees and affiliated persons in their day-to-day work, interactions and decision-making, as well as ensure transparency and accountability of the APNAC's performance. Members, employees and affiliated persons are committed to uphold high standards of integrity and liability, act according to the core values and guiding principles of APNAC and further these standards, values and principles.

A. Mission

APNAC is a non-partisan network of African Parliamentarians whose members are united by their dedication to strengthen the institution of parliament for the fight against corruption.

B. Values

APNAC's core values are transparency, accountability, integrity, and the promotion of democracy.

C. General Principles

As an organization, APNAC:

- Is transparent, honest, fair, impartial and accountable in its relationship with everyone it works with and within itself. APNAC endeavors to perform its duties properly, faithfully and efficiently, respecting the rights of its members, employees and colleagues.
- Is politically non-partisan and non-sectarian.
- Is open to work co-operatively with all individuals and groups, representatives of government, all Members of Parliament, political parties, civil society, business, media and international institutions committed to the promotion of good governance. It respects diversity of opinions, ideas and beliefs
- Accepts funding and donations only from sources whose aims and directions do not contradict its own mission and goals.
- Ensures that its resources are utilized effectively and assets are used for no purpose other than for the advancement of the APNAC goals.

- Follows that its projects are responsive to public needs and directly or indirectly contribute to their overall development and well-being.
- Demonstrates high level of accuracy and professionalism, based on comprehensive research and analysis.
- Performs in accordance with the legislation of the Republic of Kenya and guiding documents of APNAC.

D. Practical Guidelines

1. Governance

APNAC:

- Has a written charter defining its mission, goal, and organizational structure.
- Ensures that people who are elected to positions of power or authority demonstrate high moral and professional values.
- Clearly defines everybody's role and responsibilities and properly communicates them.
- Adheres to a participatory management process to enhance loyalty of the staff, quality of decision making and integrity of the APNAC.

2. Relationships

- All members, employees and affiliated persons treat each other with respect and consideration.
- All members, employees and affiliated persons communicate and consult with each other openly and collegially and in a manner that assists each of them to fulfill their duties and responsibilities faithfully and efficiently.
- All members, employees and affiliated persons respect the privacy and private lives of each other when dealing with personal information.

3. Conflicts of Interest

- Is committed to fair, objective, impartial and transparent recruitment, promotion and procurement procedures.
- Makes appointments to all positions using a merit-based system and only after due consideration of all the received applications.
- Does not hire persons with whom the Board or staff members have close personal relationship (including their spouse, life partner, parent, child, sibling or other close family member).

- Ensures that every person associated with the APNAC avoids or manages potential conflicts of interest, and openly acknowledges potential or actual conflicts of interest.
- Ensures that Board Members declare their financial and non-financial interests, which may potentially lead to or conceivably be perceived as a conflict of interest. The regularly updated Register of Interests of Board members is posted on the APNAC's website.
- Ensures that members, employees and affiliated persons do not accept directly or indirectly any discount, gift, entertainment (invitations to dinner, cultural events, tourist visits, etc.) or favors that may influence the performance of their duties or judgment.
- Does not accept funds from donors that either are granted under condition or might impair the independence of the APNAC to pursue its mission.

4. *Remunerated Work*

- Members do not get remunerated by the Organization unless they perform certain work upon permission of the Board, based on respective employment contracts.
- Staff members do not undertake paid work for other organizations unless with permission of their superior when work is related to corruption or is declared as early as practicable.
- Companies with which the APNAC's members or employees are affiliated do not perform remunerated work for the APNAC unless there is a respective contract approved by the Board.

5. *Private Behavior*

- Members, employees and affiliated persons do not get engage in any activity or transaction or acquire any position or function, whether paid or unpaid, that is incompatible with or detracts from the proper performance of their duties and might bring the APNAC as a whole into disrepute.
- Members, employees and affiliated persons do not use the APNAC's business relationships to solicit or obtain favors or improper benefits in private life.
- Members, employees and affiliated persons do not allow individual political affiliations and/or activities to unduly influence or interfere with the political neutrality that is expected of APNAC.

6. *Confidentiality, Transparency and Accountability*

APNAC:

- Treats information obtained within the framework of APNAC with confidentiality when its nature calls for it or when this is explicitly requested, and does not use any such information or materials to further a private interest. This obligation continues for a period of 5 years following cessation of association with APNAC.
- Is as open as possible about all decisions and actions it takes considering the special needs for confidentiality.
- Is transparent and accountable in its relations with the government, all Members of Parliament, parties, partners, colleagues, citizens, donors and other interested parties.
- Maintains a regular financial audit performed by an independent auditing firm or respective state authorities.
- Fulfills all legal financial management and reporting in accordance with the requirements of the legislation of the Republic of Kenya.
- Accurately and promptly submits project program and financial reports to donors in compliance with the terms of their grants.

7. *Cooperation and Network*

APNAC:

- Supports and promotes cooperation, networking and coalition building among civil society representatives to make their efforts more effective and avoid replication of efforts.
- Fosters activities that facilitate information sharing and exchange of experiences among various stakeholders and encourage joint initiatives and projects.
- Promotes and supports effective community participation by involving beneficiaries in project implementation.

E. Raising Concerns

- Any concerns about an interpretation, application or suspected violation of the Code shall be brought to the attention of the APNAC's Chair or the Board.
- Potential conflicts of interest shall be identified and declared by the person in potential conflict, or reported by others as soon as they become aware of

such potential conflict of interest.

- No one shall be discriminated against or disciplined or reprimanded for reporting concerns related to violations of the APNAC Code of Conduct.
- Evaluation of a potential conflict of interest and respective actions to manage the conflict shall be made by the APNAC's Board, who shall be deemed responsible for undertaking measures to manage potential conflict of interest.
- Any conflicts within the APNAC shall be resolved in accordance with this Code of Conduct, APNAC's Charter and the legislation of the Republic of Kenya.

F. Amendments

- Amendments to the Code shall be discussed with the staff of APNAC and approved by the Biennial General Meeting.